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June 2, 2000

RECEIVED
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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Magalie Roman Salas
Secretary
Federal Communications Commission
445 Twelfth St., S.W.
Washington, D.C. 20554

Re: **Merger of Qwest Communications International Inc. and
U S WEST, Inc., CC Docket No. 99-272**

Dear Ms. Salas:

I am writing on behalf of Qwest Communications International Inc. ("Qwest") to respond to questions posed by Henry Thaggert of the Policy & Program Planning Division, Common Carrier Bureau, during a telephone conversation yesterday with my colleague Peter Rohrbach and me. Mr. Thaggert's questions concerned the calling card arrangement between Qwest and Touch America, Inc. See Qwest Divestiture Compliance Report at 50-57 (filed in CC Docket No. 99-272, Apr. 14, 2000).

Mr. Thaggert asked whether the calling card arrangement is exclusive with respect to Touch America. The answer is no. The calling card agreement between Qwest and Touch America does not preclude Touch America from offering its customers a calling card that does not use the Qwest platform and that does not include Qwest telecommunications service outside the 14 states of the U S WEST region. Touch America currently offers a calling card that does not use the Qwest platform, and these services are not affected in any respect by Touch America's separate agreement to provide in-region services to card customers who obtain out-of-region services from Qwest.

Mr. Thaggert also asked whether Qwest would be willing to provide calling card platform and related support services to Touch America for a calling card that does not involve Qwest out-of-region services. Touch America has not requested such services, and Qwest has no common carrier or other obligation to

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Magalie Roman Salas

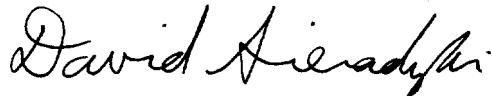
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offer other carriers the calling card platform and other calling card-related support services provided for in the agreement. That said, Qwest is willing to negotiate arrangements to make these services available to Touch America upon request.

In response to the Common Carrier Bureau staff's request, I am also enclosing two letters from Qwest to business customers that will be affected by the divestiture. Please contact me if you need any further information.

Respectfully submitted,

A handwritten signature in black ink, reading "David L. Sieradzki". The signature is written in a cursive, flowing style.

David L. Sieradzki
Counsel for Qwest Communications
International Inc.

Enclosures

cc: Henry Thaggert

555 Seventeenth Street
Denver, Colorado 80202

303.992.1400 • Telephone
303.992.1245 • Facsimile



May 30, 2000

Dear Customer,

Qwest is entering into an exciting new era of communications through its rapidly approaching merger with U S WEST. We would like to take this opportunity to share information about what you might expect or experience as we move forward. Qwest will be subject to federal regulations as a result of the merger that preclude us from providing long distance voice and data services in the 14 states of the U S WEST region (AZ, CO, IA, ID, MN, MT, ND, NE, NM, OR, SD, UT, WA and WY). However, Qwest will continue to provide Internet access, Web hosting, and other Internet-based information services to in-region customer locations.

To ensure a smooth transition for our customers with in-region services, Qwest has reached an agreement with Touch America, the telecommunications subsidiary of The Montana Power Company. Touch America will provide all the long distance voice and data services within the 14-state region that Qwest currently provides to customers. Touch America is a fast-growing telecommunications company that is well positioned to continue the same high quality service you have come to expect from Qwest. Touch America will soon be notifying you about this change and about their commitment to satisfying your communications needs.

Upon completion of the Qwest and U S WEST merger, Touch America, rather than Qwest, will be providing your long distance services originating in the 14 states. If you have 800 or 8XX services terminating in the region or private lines and data circuits with either or both ends in the U S WEST region, Touch America will provide those services as well. Qwest will continue to provide all the other telecommunications services that it provides today. All rates, discounts, service level agreements and contracts will be honored and will remain exactly the same as they are today, even if your services are split between Touch America and Qwest. For your convenience, you will receive one invoice containing the charges for the in-region services provided by Touch America and the out-of-region services provided by Qwest. You will find the respective customer service numbers printed on your invoice.

As mentioned above, Qwest will also continue to provide first-class quality Internet services to in-region customer locations. However, certain of these services will require a Global Service Provider (GSP) to provide in-region, interLATA transmission links. This arrangement will not change the total rates that you pay today for these services, and you will receive a single bill that will include a separate GSP line item.

Qwest is making every effort to make this transition as seamless as possible for you and to ensure that you experience the highest quality of service following our merger with U S WEST.

If you have additional questions, please contact your account team or one of our representatives at 1-888-237-3364. You can also reach us on the web at www.qwest.com.

Sincerely,

A handwritten signature in black ink, appearing to read "Afshin Mohebbi".

Afshin Mohebbi
President and Chief Operating Officer, Qwest Communications



March 15, 2000

Dear Customer,

Qwest is entering an exciting new era of communications through its upcoming merger with U S WEST. For you, our customer, this means you will be able to choose from an ever-expanding array of new products to meet your internet and communications needs. We will be introducing new services and enhancements to current products in the coming months. Watch for details coming soon!

The Qwest-U S WEST merger also means a change in your voice and data services. To comply with federal regulations, Qwest is entering into an agreement with Touch America in which Touch America will become the provider of the voice and data services—with the exception of Internet access and Web hosting services—that Qwest currently provides you in the 14 U S WEST states (AZ, CO, IA, ID, MN, MT, ND, NE, NM, OR, SD, UT, WA and WY). Of course, Qwest will continue to provide you voice and data service outside of the U S WEST Region, as well as Internet access and Web hosting services in all states.

Your new provider, Touch America, is a fast-growing telecommunications company that is well-positioned to continue the same high quality of service you have come to expect from Qwest. Touch America looks forward to fulfilling your contractual agreements and meeting your needs for high-quality communications service. Touch America owns and operates its own nationwide fiber communications system and has been providing a full array of competitive communications services since 1983. Qwest and Touch America will be doing everything we can to make this transition as seamless as possible.

We value your business. We will be providing you more information in the upcoming months to ensure that you receive the highest level of service during this transition.

For additional information, please call 1-888-237-3364 or contact your account team. You can also find us on the web at www.qwest.com and www.tamerica.com.

Sincerely,

Afshin Mohebbi
President, Qwest Communications

Michael J. Meldahl
President, Touch America

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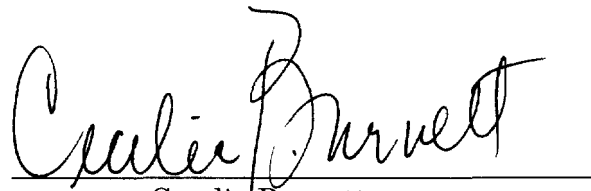
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